OpenStreetMap US Governance Committee

Terms of Reference

Approved by the OSM US Board on October 25, 2022

Purpose

The OpenStreetMap US Governance Committee provides oversight of the OpenStreetMap US community and membership with the aim of fostering a diverse and inclusive community by creating a safe and respectful environment and organized structure for participation. The OpenStreetMap US Governance Committee is established to oversee the OpenStreetMap US Code of Conduct moderation, conflict of interest, and membership voting processes, as well as provide governance recommendations to the OpenStreetMap US Board of Directors where and when necessary in regards to membership and community.

Responsibilities

The OpenStreetMap US Governance Committee is tasked with supporting the organization, membership, and community by:

- **Overseeing and implementing Code of Conduct moderation** as outlined in the OpenStreetMap US Code of Conduct Moderation Process. As moderators of the Code of Conduct, Governance Committee members are tasked with fostering a safe and respectful OpenStreetMap US community by abiding and upholding the rules in all environments outlined in the Code of Conduct and handling any complaints.
- **Managing the annual membership voting process,** including the election of the Board of Directors and bylaws changes, to ensure transparency, efficiency, inclusion, and adherence to the Code of Conduct. The Committee may designate a committee member as an Election Chair to manage the voting process as outlined in the bylaws.
- **Providing Conflict of Interest determinations and recommendations** for issues brought to attention by the Board of Directors, staff, or membership.
- **Providing guidance on and overseeing documentation of rules, policy and procedures pertaining to membership and community participation** including bylaws or other official documents. This includes providing recommendations when requested by the

Board of Directors and/or Executive Director, as well as drafting and documenting justifications for any proposed modifications.
- **Term Limits**: All members are expected to serve a minimum of 2 years and a maximum of 3 consecutive years.

Membership

The Governance Committee shall consist of no fewer than five active members, with up to nine total members to ensure efficiency and redundancy in handling responsibilities, such as response to Code of Conduct complaints.

Any member of the OpenStreetMap US organization can request participation or be invited to join the committee based on their background, experience, or role in the community. OpenStreetMap US will provide a sign up form to enable volunteers to request more information about participating in the Governance Committee and other working groups and share their statement of interest. OpenStreetMap US board members, Governance Committee members and staff may recommend new members. Members will be approved by the Executive Director, unless the board overrides the choice.

All Governance Committee members, as well as any process for joining membership, should be documented on the OSM Wiki and OpenStreetMap US website.

All Governance Committee members are expected to meet all rules and responsibilities outlined in this document. If unable to meet rules and responsibilities, committee members can and should excuse themselves from membership. If necessary, a Governance Committee member may be removed in consultation with Governance Committee members and OpenStreetMap US Board of Directors.

Rules

- All decision making and dispute resolution will be determined through majority vote.
- All votes shall require a minimum of five members to constitute a quorum.
- Frequency and structure of meetings are to be determined by members of the Governance Committee, and documented on the OpenStreetMap wiki.
- Meetings may be called without substantial notice to handle Code of Conduct complaints, so long as quorum is met. All other meetings should be scheduled with a notice of one week minimum to all members, as well as the Board of Directors and Executive Director.
- Members on both the Board of Directors and Governance Committee must recuse themselves from any votes, discussions, or activities that create a conflict of interest.
- Outside experts or advisors may participate in meetings at the request of the Governance Committee, but are not permitted to vote on any items and are to be documented as present in meeting notes.
- OpenStreetMap US board members, Executive Director and staff may participate in meetings, but are not permitted to vote on any items unless they are on the Committee.

References used in the development of this TOR:

- 📄 HOT Governance Working Group ToR - Effective 2016-03-30.pdf
- 📑 Steering Committee Guidelines
- 📑 OSM US Government Committee Charter
- 📑 OSM US Technical Working Group 2021
- [Foundation/Local Chapters/United States/Code of Conduct Committee - OpenStreetMap Wiki](#)
- [Foundation/Local Chapters/United States/Code of Conduct Committee/OSM US Code of Conduct - OpenStreetMap Wiki](#)